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[Additional counsel appear on signature page.]

**UNITED STATES DISTRICT COURT  
 NORTHERN DISTRICT OF CALIFORNIA  
 SAN FRANCISCO DIVISION**

COBALT PARTNERS, LP, et al.,  
 Plaintiffs,

vs.

SUNEDISON, INC., et al.,  
 Defendants.

Related Case No. 3:16-cv-02263-WHA

**STIPULATION AND [PROPOSED]  
 SCHEDULING ORDER**

Judge: Hon. William Alsup

GLENVIEW CAPITAL PARTNERS, L.P., et al.,  
 Plaintiffs,

vs.

SUNEDISON, INC., et al.,  
 Defendants.

Related Case No. 3:16-cv-02264-WHA

CHARLES BLOOM, et al.,

Plaintiffs,

vs.

SUNEDISON , INC., et al.,

Defendants.

Related Case No. 3:16-cv-02265-WHA

OMEGA CAPITAL INVESTORS, L.P., et al.,

Plaintiffs,

vs.

SUNEDISON , INC., et al.,

Defendants.

Related Case No. 3:16-cv-02268-WHA

Pursuant to Civil Local Rules 6-2(a) and 7-12, the parties,<sup>1</sup> by and through their respective undersigned counsel of record, submit the following stipulation and proposed order:

WHEREAS, March 28, 2016, the action captioned *Cobalt Partners, LP, et al. v. SunEdison, Inc. et al.* (“*Cobalt*”) was filed in Superior Court of California, San Mateo County;

WHEREAS, on March 29, 2016, the action captioned *Glenview Capital Partners, L.P. et al. v. SunEdison, Inc. et al.* (“*Glenview*”) was filed in the Superior Court of California, San Mateo County;

WHEREAS, on March 30, 2016, the action captioned *Omega Capital Investors, L.P. et al. v. SunEdison, Inc. et al.* (“*Omega*”) was filed in the Superior Court of California, San Mateo County;

WHEREAS, on April 4, 2016, the action captioned *Bloom et al. v. SunEdison, Inc. et al.* (“*Bloom*”) was filed in the Superior Court of California, San Mateo County;

WHEREAS, on April 26, 2016, Defendants removed *Bloom, Cobalt, Glenview, and Omega* to federal court;

WHEREAS, on May 26, 2016, Plaintiffs moved to remand *Bloom, Cobalt, Glenview, and Omega* to state court [*Bloom* Dkt. 16; *Cobalt* Dkt. 53-54; *Glenview* Dkt. 41-42; *Omega* Dkt. 40-41];

WHEREAS, on May 27, 2016, Defendants moved to transfer *Glenview* and *Bloom* to the Southern District of New York [*Glenview* Dkt. 43; *Bloom* 17-18];

WHEREAS, on June 1, 2016, Defendants moved to transfer *Cobalt* and *Omega* to the Southern District of New York [*Cobalt* Dkt. 58-59; *Omega* Dkt. 45];

WHEREAS, Plaintiffs’ motions to remand *Cobalt, Omega, and Glenview*, and Defendants’ motions to transfer *Cobalt* and *Omega* are scheduled to be heard on August 18, 2016 at 8:00 a.m.;

WHEREAS, Defendants intend to re-notice their motions to transfer *Glenview* and *Bloom* for August 18, 2016 at 8:00 a.m., and Plaintiffs in *Bloom* intend to re-notice their motion to remand *Bloom* for August 18, 2016 at 8:00 a.m.;

<sup>1</sup> Individual defendants join in this stipulation to the extent applicable to the cases in which they are named.

1 WHEREAS, pursuant to N.D. Cal. Civ. L.R. 7-3, Defendants' responses to the motions to  
2 remand are due by June 9, 2016, and Plaintiffs' replies are due by June 16, 2016;

3 WHEREAS, pursuant to N.D. Cal. Civ. L.R. 7-3, Plaintiffs' response to the motions to  
4 transfer *Glenview* and *Bloom* are due by June 10, 2016, and Defendants' replies are due by June  
5 17, 2016;

6 WHEREAS, pursuant to N.D. Cal. Civ. L.R. 7-3, Plaintiffs' responses to the motions to  
7 transfer *Cobalt* and *Omega* are due by June 15, 2016, and Defendants' replies are due by June 22,  
8 2016;

9 WHEREAS, Defendants' deadline to respond to the Complaint in *Omega* is July 1, 2016  
10 [*Omega* Dkt. 35];

11 WHEREAS, Defendants are not required to plead or otherwise respond to the Complaint in  
12 *Glenview* until after the motion to remand and the motion to transfer venue are decided [*Glenview*  
13 Dkt. 38];

14 WHEREAS, by agreement of the parties, Defendants are not required to plead or otherwise  
15 respond to the Complaint in *Bloom* until after the motion to remand and the motion to transfer  
16 venue are decided;

17 WHEREAS, due to the complexity of the issues raised in these multiple pending motions in  
18 multiple related cases, the parties have requested additional time to fully address all issues, and do  
19 so in an organized and coordinated fashion;

20 WHEREAS, the parties have met and conferred over the requested extension and  
21 negotiated and agreed to the briefing schedule set forth below, which provides: (1) Plaintiffs to and  
22 including July 1, 2016 to file their responses to the motions to transfer, and Defendants to and  
23 including July 1, 2016 to file their responses to the motions to remand; and (2) Plaintiffs to and  
24 including July 29, 2016 to file any reply in support of their motions to remand, and Defendants to  
25 and including July 29, 2016 to file any reply in support of their motions to transfer; (3) Defendants  
26 to and including August 12, 2016 to respond to the complaints in *Omega* and *Glenview*.

27 WHEREAS, the agreed schedule will not delay any scheduled hearings;

28 WHEREAS, Plaintiffs previously agreed to provide Defendants an extension of time to

respond to the Complaints in *Cobalt*, *Omega*, and *Glenview* until May 20, 2016, and the Defendants' deadlines to respond in *Omega* and *Glenview* were further extended as set forth above;

WHEREAS, Plaintiffs in *Bloom* previously agreed that Defendants are not required to respond to the Complaint until after the motion to transfer and motion to remand are decided;

WHEREAS, the Court has previously ordered, pursuant to stipulation, an extension of time to file opposition and reply briefs to Defendants' motion to dismiss *Cobalt* to July 1, 2016 and July 29, 2016, respectively;

WHEREAS, no other extensions of time have been granted in these actions;

NOW THEREFORE, the parties here by agree and stipulate to the following deadlines:

1. Plaintiffs' oppositions to Defendants' motions to transfer in *Bloom*, *Cobalt*, *Omega*, and *Glenview* shall be filed on or before July 1, 2016;
2. Defendants' oppositions to Plaintiffs' motions to remand in *Bloom*, *Cobalt*, *Omega*, and *Glenview* shall be filed on or before July 1, 2016;
3. Plaintiffs' replies in support of their motions to remand in *Bloom*, *Cobalt*, *Omega*, and *Glenview* shall be filed on or before July 29, 2016;
4. Defendants' replies in support of their motions to transfer in *Bloom*, *Cobalt*, *Omega*, and *Glenview* shall be filed on or before July 29, 2016;
5. In the interests of efficiency, the parties may, but are not required to, submit consolidated briefs in opposition to or replies in support of the pending motions to remand and transfer;
6. Defendants' responses to the Complaints in *Omega* and *Glenview* shall be filed on or before August 12, 2016;
7. Defendants shall not be required to respond to the Complaint in *Bloom* until after the Court rules on the motions for remand and transfer.

1 Dated: June 6, 2016

Respectfully Submitted,

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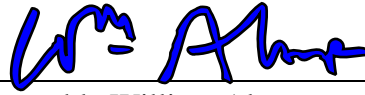
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*Attorneys for Plaintiffs Charles Bloom and  
Sharon Burnstein*

1 **PURSUANT TO STIPULATION, IT IS SO ORDERED.**

2 Dated: June 7, 2016.

3 

4 Honorable William Alsup  
5 United States District Judge

**SIGNATURE ATTESTATION**

I am the ECF User whose identification and password are being used to file the foregoing Stipulation and [Proposed] Scheduling Order. In compliance with Local Rule 5-1(i)(3), I hereby attest that the other signatories have concurred in this filing.

Dated: June 6, 2016

SIDLEY AUSTIN LLP

By: /s/ Sara B. Brody

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